

Agenda
UWF Board of Trustees
Conference Call
8:30 a.m., Friday, May 21, 2004

Roll call

Introduction of new trustee

Steven Russell, newly elected president of the Student Government Association

President's greetings

Student achievements

Vice President for Student Affairs Debbie Ford

Approval of minutes

- 1) February 20, 2004 meeting
- 2) March 10, 2004 meeting

Action items

- 1) UWF Foundation bylaws (Page 2)
- 2) Tenure (Page 17)

Discussion items

- 1) Legislative update (Page 19)
Janice Gilley, director of Governmental Relations
- 2) FIHMC update (Page 22)
Dr. Ken Ford, director

Other business

Adjournment

**UWF Board of Trustees
May 21, 2004**

Issue: UWF Foundation bylaws

Proposed action: Approve

Background information:

In accordance with the Direct Support Organization (DSO) rule adopted by the Board of Trustees in January 2004, the bylaws of direct support organizations require BOT approval. The UWF Foundation is a direct support organization, thus subject to this rule.

The proposed bylaws have been approved by the Foundation Board of Directors. Major changes include reducing the maximum number of directors to no more than 22, eliminating the position of assistant treasurer and other changes to conform to the DSO rule

Supporting documentation: Foundation bylaws

Prepared by: Keith Goldschmidt
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**BY-LAWS OF
UNIVERSITY OF WEST FLORIDA FOUNDATION, INCORPORATED**

ARTICLE I

Section 1. Number, Qualifications, Terms of Office, and Manner of Selection

The number, qualifications, terms of office, and manner of selection of members of the Board of Directors of the Foundation shall be as follows:

(a) There shall be a total of not less than five (5) nor more than twenty-two (22) elected Directors, selected in the manner prescribed in these By-Laws, and the Directors provided in this section. The members of the Board of Directors shall constitute the voting members of the Foundation.

(b) Ten of the elected members shall be elected upon the nomination of the President of The University of West Florida; two of the elected members shall be nominated by the Alumni Association from their own membership; and the remaining ten of the elected members shall be elected by the other elected members of the Board of Directors.

(c) There shall be the following *ex officio* members of the Board of Directors: President of The University of West Florida; one representative of The University of West Florida Board of Trustees, as designated by the Board Chair; Vice President for Development; and President of the Alumni Association. *Ex officio* members shall be entitled to a vote upon all matters except the election of officers and members of the Board of Directors.

(d) The terms of office of elected members of the Board of Directors shall be four (4) years in length. Under normal circumstances a Director should not serve more than two terms consecutively unless such a Director is also serving as President or Vice-President. The terms of office of elected members of the Board of Directors shall be staggered so that approximately one-fourth of the members of each of the three classes of elected Directors shall be elected each year. Vacancies occurring during a term shall be filled for the unexpired portion thereof in the manner provided for the election of the class of Directors in which the vacancy occurs.

(e) The initial members of the Board of Directors shall serve until the first election held under the provisions of the Articles and By-laws of the Foundation. It shall be the duty of the Board of Directors to determine the class of elected Directors into which each such member shall be placed and to arrange for the election of additional members for each class as provided herein. As the terms of the present members expire, the terms of their successors shall be adjusted so as to permit the orderly rotation of members thereafter as provided in subsection (d) of this Section.

Section 2. Responsibilities of Board Members

(a) Maintain knowledge of University of West Florida's mission, programs, resources, and needs.

(b) Serve as an effective University spokesperson in the community.

(c) Assist President and Foundation staff in establishing and maintaining a favorable climate for giving.

(d) Participate actively in the fund raising programs of the Foundation through attendance at meetings and by providing personal financial support of the University on a regular basis.

(e) Review and approve the Foundation's annual operating budget.

(f) Review and determine investment goals and objectives of the Foundation's investments.

Section 3. Meetings

(a) Regular meetings: The Board of Directors shall meet at least twice a year. One meeting shall be an annual business meeting at which the Board shall elect Directors and Officers and transact other business. The time and place shall be determined by the President of the Foundation.

(b) Special meetings: Special meetings may be called by the President of the Foundation and/or by one-fourth of the Board in writing.

Section 4. Quorum

One-third of the members shall constitute a quorum at any meeting of the Board of Directors and all questions shall be determined by a majority vote; provided, however, a majority of all members of the Board of Directors must concur in the following:

1. Amending these By-Laws.
2. Amending the Articles of Incorporation.

Notice of each meeting, annual or special shall be mailed to each of the Directors not less than fourteen (14) days next preceding any such meeting. In the event the notice is of a special meeting, such notice shall indicate briefly the

objects thereof. The Directors may waive notice of any such meeting or the objects thereof, and when a quorum is present at any such meeting, a waiver of notice of such meeting or the objects thereof by a majority of all members shall be as effective and have the same force and effect as though all members had waived the requirements of this paragraph as to such notice.

Section 5. Powers

The President, or in his or her absence, the Vice President of the Foundation shall act as Chair of all meetings of the Board of Directors. In the absence of both of the last mentioned officers from any meeting, the Board may appoint any member to act as Chair. The Secretary of the Foundation shall act as Secretary of all meetings of the Board of Directors, but in the event of his or her absence from any meeting, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 6. Executive Committee

(a) The Executive Committee of the Board of Directors shall consist of the following ten (9) Directors: The President of the Foundation, who shall be Chair of the Executive Committee; the Vice President/President Elect of the Foundation; the Chair of the Investment Committee; the Chair of the Development Committee; the immediate past President of the Foundation; the President of The University of West Florida; President, UWF Alumni Association; the Foundation Secretary; the Foundation Treasurer. *Ex officio* (non-voting)

members shall be the Vice President for Development, The University of West Florida, and the Foundation Executive Director.

(b) The Executive Committee shall meet at the call of the President. The presence of three members shall constitute a quorum of the committee and the affirmative vote of three members shall be necessary for the adoption of any resolution. No revision or alteration by the Board of Directors of action taken at the Executive Committee shall affect the rights of third parties.

(c) The Executive Committee shall have and may exercise all powers and authority of the Board of Directors when the Board is not in session, inclusive of the power to fill all unexpired terms, and subject only to such restrictions or limitations as the Board of Directors may from time to time specify; provided, however, the Executive Committee shall have no authority to alter, amend or repeal the Articles of Incorporation or the By-laws of the Foundation. All actions of the Executive Committee shall be reported in writing to the Directors individually within thirty (30) days after such action is taken or at a meeting of the Board of Directors, if a meeting is held within that period of time. All actions of the Executive Committee shall be included in the minutes of the Board of Directors.

Section 7. Other Permanent Committees

In addition to the Executive Committee, the Budget, Audit and Allocation committee, the Investment Committee, and the Development Committee shall comprise the permanent committees of the Board of Directors, with the duties and responsibilities as indicated:

(a) The Budget, Audit and Allocation Committee shall consist of not fewer than four (4) Directors with the Treasurer acting as Chair. It shall prepare an annual Foundation budget for review and approval of the Executive Committee. The Committee shall select the independent auditor, review the Annual audit and report the data at the next Board meeting upon completion of the annual audit. The Committee shall review spending proposals.

(b) The Investment Committee shall determine investment goals and objectives; review performance in relation to established goals; implement investment of all Foundation funds; report in writing quarterly to the Board of Directors via the Executive Committee.

(c) The Development Committee shall work with the Vice President for Development and staff to implement a strategic fundraising plan, shall assist staff in contacting prospective donors, and shall solicit a charitable contribution from all members of the Foundation Board of Directors on an annual basis.

(c) The Nominating Committee shall consist of not fewer than five (5) Directors with the Foundation's immediate past President acting as its chair. Eligible members shall be those Directors whose terms are not expiring within one year. The Nominating Committee shall meet and nominate Directors as well as the officers of the Foundation. All such nominations are to be advanced to the Board of Directors prior to the Board's June meeting.

Section 8. Executive Director

(a) The Executive Director shall be recommended by the President of the University to the Board of Directors for selection as chief operating officer of the Foundation and report to the Foundation President, and the University President or his/her designee.

(b) The Executive Director shall be responsible for the management of the affairs of the Foundation and shall exercise such authority as accepting gifts, collecting revenues, and making routine expenditures as may be delegated to him or her by the Board of Directors or the Executive Committee. The Executive Director shall be responsible for the maintenance and management of the Foundation's activities as may be required by the Board of Directors.

ARTICLE II

Section 1. President

The President shall preside at all meetings of the Board of Directors, including the Executive Committee, and shall act as the chief executive officer of this Foundation, and shall do and perform such other duties as from time to time may be assigned to her/him by the Board of Directors. The President's term of office shall be for two years and until a successor is chosen and qualifies.

Section 2. Vice President

The Vice President shall be the President-Elect and shall preside at all meetings and perform the duties of the President in his /her absence. He/she shall have full authority to act for the President in his/her absence or incapacity.

The Vice President's term of office shall be for two years and until a successor is chosen and qualifies.

Section 3. Secretary

The Secretary or his/her appointee shall keep the minutes of all meetings of the Board of Directors and the Executive Committee. He/she may sign with the President all contracts authorized by the Board of Directors in the name of the Foundation and shall affix the seal of the Foundation thereto. He/she shall have charge of all such books and papers as the Board of Directors shall direct, all of which shall be open to the examination of any Director. The Secretary's term of office shall be for two years and until a successor is chosen and qualifies.

Section 4. Treasurer

The Treasurer shall review the fiscal affairs of the Foundation and serve as the Chair of the Budget, Audit, and Allocation Committee. He/she shall review all disbursements made by the Foundation. He/she shall render to the Board of Directors an account of the actions taken by the Budget, Audit & Allocation Committee. The Treasurer's term of office shall be for two years and until a successor is chosen and qualifies.

Section 6. Checks

Checks or drafts on the funds of the Foundation shall be signed by any two of the officers or Directors authorized to do so by the Board of Directors.

Section 7. Audit

The Budget, Audit & Allocation Committee shall arrange for an annual audit of the books of the Foundation.

Section 8. Bond

Each officer who is authorized to collect, hold, or disburse funds of the Foundation shall be bonded for the faithful discharge of his or her duties, the adequacy of which shall be determined by the Executive Committee. The Foundation shall pay for the bonds.

Section 9. Absence or Incapacity of Officers

In the event of absence, inability, or refusal to act of any of the officers of this Foundation, the Board of Directors may appoint any person to perform his or their respective duties.

Section 10. University of West Florida Resources

The University President or his designee shall have the following powers and duties:

1. Monitor and control the use of University resources by the Foundation.
2. Establish fundraising priorities that are consistent with the University's Mission and ensure coordination of fundraising activities among all Foundation's.
3. Control the use of the University name by the Foundation.
4. Monitor compliance of the Foundation with federal and state laws.
5. Recommend to the Foundation's Board an annual budget.
6. Review and approve quarterly expenditure plans.
7. Approve contributions of funds or supplements to support Intercollegiate Athletics.

Section 11. Employees

Any person employed by the University of West Florida Foundation, Inc., shall not be considered to be an employee of the State of Florida by virtue of such employment unless specific agreements have been executed by The University of West Florida Vice President for Administrative Affairs.

ARTICLE III

ORDER OF BUSINESS

The order of business at all meetings of the Board of Directors shall be as follows unless otherwise determined by the President or a majority of the Directors present:

1. Roll Call
2. Reading of Minutes of last meeting
3. Consideration of communications
4. Resignations and elections
5. Reports of officers
6. Reports of Committees
7. Unfinished business
8. Original resolutions and new business
9. Adjournment

ARTICLE IV
CHARTER MEMBERS

Section 1.

The Charter Members of the University of West Florida Foundation, Inc., shall include all members of the Board of Directors as of December 20, 1972, and the original group elected by the Board to Charter membership. No additions may be made to this group which has distinguished itself for its leadership, financial support, and the demonstrated character and achievements of its membership.

Section 2.

The Charter Members shall be eligible to serve on Committees established by the Board of Directors for the conduct of the affairs of the Foundation. They may be consulted individually or collectively by the President of The University of West Florida, President of the Foundation, or the Board of Directors upon important matters or policy relating to the purposes of the Foundation or the objectives of the University. They shall perform such other functions as the Board of Directors may from time to time designate.

ARTICLE V
UNIVERSITY OF WEST FLORIDA FOUNDATION FELLOWS

Section 1.

The persons constituting the University of West Florida Foundation Fellows shall be elected upon the nomination of the Board of Directors of the Foundation and confirmation by the President of The University of West Florida.

Their number shall be limited only by the high standards to be used in their selection to assure that this honor be extended to persons of merit and distinction; provided, however, that not more than one-third shall be alumni of The University of West Florida.

Section 2.

The University of West Florida Foundation Fellows shall have no fixed duties but they may be consulted, individually or collectively, by the President of The University of West Florida, the President of the Foundation, or the Board of Directors upon important matters of policy related to the purposes of the Foundation or the objectives of the University.

Section 3.

The President of the Foundation and the President of The University of West Florida may at any time jointly call a special meeting of the Foundation Fellows for the purpose of obtaining their advice and counsel, but it shall not be mandatory to call any such meeting. The agenda for such meetings shall be prepared jointly by the President of the Foundation and the President of the University.

Section 4.

The President of The University of West Florida shall act as Chair of the University of West Florida Foundation Fellows, and in his or her absence, the Vice President for Development shall act as such Chair. The Secretary of the Foundation shall act as Secretary of all meetings of the Foundation Fellows, but

in the event of his or her absence, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 5.

The University of West Florida Foundation Fellows may, subject to the Articles of Incorporation and these By-laws, organize in any manner they deem proper and best for the purpose of carrying out the duties imposed upon them under the Charter and By-laws of this Foundation. In addition to meetings called pursuant to Section 3 of this article, they may hold meetings at such times and places as they desire and shall at all times communicate their suggestions, advice and counsel to the Board of Directors and to the President of The University of West Florida. Any advice and counsel given by the Foundation Fellows shall be duly considered by the Board of Directors and the President of the Foundation in determining any matters of policy or in the transaction of any business to which the advice and counsel pertains.

ARTICLE VI

APPROVED MAJOR ACTIVITIES

Approved major activities of the University of West Florida Foundation shall be determined and established by the Board of Directors. They may include, but are not limited to, a corporate support program, deferred giving program, capital gift program, and the annual fund program.

ARTICLE VII

SEAL

The seal of the Foundation shall be inscribed with the words "University of West Florida Foundation, Inc.", the figures "1965," and the words "Corporation Not For Profit."

ARTICLE VIII

AMENDMENTS

Section 1.

These by-laws may be altered, amended, rescinded, or repealed at any annual or special meeting of the Board of Directors by the affirmative vote of a majority of the Board.

Section 2.

The Articles of Incorporation of the Foundation may be altered or amended at any annual or special meeting of the Board of Directors by resolution approved by the affirmative vote of a majority of the Board, subject to approval by the Secretary of State of the State of Florida as required by law. Written notice of any proposed amendment shall be mailed to each member of the Board of Directors and shall be published in a University publication not less than fifteen (15) days prior to any meeting at which such proposed amendment is to be considered.

Revised: July, 2003

Adopted by UWF Foundation Board of Directors: September 26, 2003

**UWF Board of Trustees
May 21, 2004**

Issue: Tenure

Proposed action: Approval

Background information:

Seven individuals are nominated for tenure having fulfilled all necessary requirements. The tenure nominations were approved by the appropriate departments, colleges, a university council, the provost and the president. One nominee, Dr. Sandra Flake, is nominated for tenure as a condition of her employment, which begins July 1, 2004. All but one eligible tenure candidate were nominated for approval in accordance with the following procedure, adopted by the Board of Trustees in May 2003.

BOT Tenure Approval Procedure

The University of West Florida Board of Trustees considers all nominations for tenure at its May meeting. Tenure nominations as a condition of employment will be considered as needed.

The President submits to the BOT a list of those faculty nominated for tenure for approval by the BOT. The President's transmittal certifies that each nominee has met the requirements necessary to be granted tenure and will continue to contribute to the university. Any request for tenure as a condition of employment also includes a statement justifying the special circumstances, including a brief summary of the nominee's academic credentials.

Supporting documentation: Tenure nominees

Prepared by: Keith Goldschmidt
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Tenure nominees

	DEPARTMENT	GENDER	RACE
CAS			
	English & Foreign Languages	F	W
Blyn, Robin			
Moore, Patrick	History	M	W
	English & Foreign Languages		
Flake, Sandra		F	W
COB			
Conroy, Stephen	Marketing & Economics	M	W
Hornyak, Marty	Management/MIS	M	W
O'Keefe, Timothy	Accounting & Finance	M	W
COPS			
Kunselman, Julie	Criminal Justice & Legal	F	W

UWF Board of Trustees
May 21, 2004

Issue: Legislative update

Proposed action: None

Background information:

The Legislative session ended April 30, with several key provisions affecting the University of West Florida.

Supporting documentation: Legislative action summary

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BILL NUMBER	DESCRIPTION	FINAL ACTION
HB 1127 by Harrington and SB 2246 by Carlton	Preserving Florida's History - creation of Florida Network of Archaeology Centers - Dr. Bense	Passed - Going to Gov.
HB 951 by Benson & SB 114 by Clary	FIHMC Public Records Exemptions - Dr. K. Ford	Passed - Going to Gov.
Arcadia Mill Historic Site	Language for the acquisition of the Arcadia Mill site in Santa Rosa County by the university was included in Section 10 of the Appropriations bill.	Passed - Going to Gov.
HB 341 by Kravitz and SB1724 by Wise	Financial aid to certain Foreign students with F-1 and M-1 visas	DIED
HB 487 by Reagan and SB 544 by Bennett	Local Gov't Prompt Pay for construction services	DIED
SB 340 Constantine	School Code Rewrite Corrections - Glitch bill includes SUS items including UMIFA	Passed - Going to Gov.
HB 303 Bendross-Mindingall SB 2388 Pruitt	Community College Baccalaurete degrees	DIED
HB 1757 by Allen and SB 642 by Fasano	Flags required in all K-20 classrooms - SUS presidents are allowed to solicit donations to pay for the flags.	Passed - Going to Gov.
HB 1867 Appropriations	Language for Chipola, OWCC, Miami Dade and Edison to be defined as "Colleges" versus Community Colleges - No other 4-year degree enabling language was included for the community colleges.	Passed - Going to Gov.
HB 1781 by Kilmer and SB 2884 by Carlton	Higher Education Finance - including block tuition language, bright futures eligibility criteria, student billing statement requirements for SUS, and targeted degree award incentive funds for state universities. Also included student Capital Improvement Fee increases.	DIED
HB 229 by Rich and SB 1218 by Aronberg	Student Social Security Numbers - Each university submits plans to minimize the opportunity for student identify theft to BOG, Governor, Senate, and House	DIED
HB 661 by Arza and SB 2810 by Alexander	University Athletic Fees - allowing for increase in fees to defray costs associated with a university changing NCAA division	Passed - Going to Gov.
Budget	<i>A \$1,000 bonus for all employees on December 1, 2004 (thank goodness this was included in administered funds, originally it was up to each institution), Employees will not see a change in their health insurance premiums, however, retired employees will have to pay a 10 percent increase.</i> Unfortunately, we did not have any matching gifts to receive funding for as the backlog was eliminated this year.	Passed - Going to Gov.
Tuition Policy	7.5% for in-state undergrads, 12.5% for all others. The BOT can increase non-resident tuition by up to 2.5% for any level.	Passed - Going to Gov.
Budget Issues	FINAL BUDGET	
Issue Detail		
G/A Annualize 2003-04 Health Insurance Increase		
General Revenue		\$370,808

G/A Annualize 2003-04 Salary Increases		
General Revenue		\$414,794
G/A Annualize 2003-04 Salary Increases GA/Housestaff		
General Revenue		\$861
G/A Phased-in Space		
General Revenue		\$70,053
G/A Enrollment Growth		
General Revenue		\$1,558,608
Student Fees TF/ Ed Enhancement		\$384,481
G/A New Space - O&M		
General Revenue		\$557,116
General Revenue		(\$10,000)
2003-04 Discretionary Fees		
Student Fees		\$404,865
7.5% & 12.5% Tuition Increase		
Student Fees		\$1,608,699
Annualization/Change in Mix		
Student Fees		(\$881,516)
<u>SUMMARY</u>		
G/A Education and General		
General Revenue		\$54,450,242
Ed Enhancement		\$3,765,403
Student Fees		\$23,038,639
Student Financial Aid		
General Revenue		\$446,963
Risk Management Insurance		
General Revenue		\$906,544
University Total		\$82,607,791
TOTAL BY FUND		
General Revenue		\$55,803,749
Ed Enhancement		\$3,765,403
Major Gifts TF		\$0
TOTAL		\$59,569,152
INCREASE OVER 03-04 BASE		
General Revenue		\$2,335,071
Ed Enhancement		\$1,011,650
Student Fee TF		\$1,913,672
INCREASE OVER 03-04 BASE		\$5,260,393
% INCREASE OVER 03-04 RECURRING BASE		6.86%
FTE's Lower		1886
Upper Level		3184
Graduate		692
TOTAL		5792
PECO Campus Infrastructure Renewal		\$3,750,000.00

UWF Board of Trustees
May 21, 2004

Issue: Florida Institute for Human and Machine Cognition update

Proposed action: None. Discussion only

Background information:

Director Ken Ford will update the Board on the progress made in the formation of the Florida Institute for Human and Machine Cognition

Supporting documentation: None

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